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*Counsel for Sears Holdings Corporation and
its debtor affiliates, as debtors and debtors in possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**FOURTH MONTHLY FEE STATEMENT OF ASK LLP FOR PROFESSIONAL
SERVICES RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE LITIGATION DESIGNEES FOR THE PERIOD OF
FEBRUARY 1, 2021 THROUGH FEBRUARY 28, 2021**

Name of Applicant:	ASK LLP
Authorized to Provide Services to:	Litigation Designees ²
Retention Date:	June 26, 2019 nunc pro tunc to April 1, 2019 as to retention as special avoidance action counsel to the Debtors; December 1, 2020 as to retention as counsel to the Litigation Designees for the Jointly Asserted Causes of Action ³
Period for Which Compensation and Reimbursement Is Sought	February 1 2021 through February 28, 2021
Monthly Fees Incurred:	\$55,532.50
Monthly Expenses Incurred:	\$3,128.90
Total Fees and Expenses Requested:	\$58,661.40
This is a <u> x </u> monthly <u> </u> interim <u> </u> final	

² Pursuant to the *Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief* (the "Confirmation Order") [D.I. 529], the Litigation Designees shall comprise (a) Patrick J. Bartels, (b) Eugene I. Davis, and (c) Raphael T. Wallander, as the Creditors' Committee's designees, and (x) Alan J. Carr and (y) William L. Transier, as the Debtors' designees, which designees shall become the initial members of the Liquidating Trust Board upon the Effective Date pursuant to Section 10.6(a) of the Plan.

³ The Confirmation Order, among other things, granted the Creditors' Committee joint standing with the Debtors to prosecute the Jointly Asserted Causes of Action, subject to the oversight of the Litigation Designees, which designees shall become the initial members of the Liquidating Trust Board upon the effective date of the Plan. The Jointly Asserted Causes of Action are those actions defined in paragraph 17 of the Confirmation Order.

ASK LLP (“ASK”), counsel to the Litigation Designees, which designees were identified pursuant to the Confirmation Order for Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Fourth Monthly Fee Statement”) covering the period from February 1, 2021 through and including February 28, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Fourth Monthly Fee Statement, ASK requests (a) interim allowance and payment of compensation in the amount of \$55,532.50 for fees on account of reasonable and necessary professional services rendered to the Litigation Designees by ASK and (b) reimbursement of actual and necessary costs and expenses in the amount of \$3,128.90 incurred by ASK during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, hourly billing rates and aggregate hours spent by each ASK professional and paraprofessional who provided services to the Litigation Designees during the Compensation Period. The rates charged by ASK for services rendered to the Litigation Designees are the same rates that ASK charges generally for professional services rendered to all hourly bankruptcy clients.

Exhibit B sets forth a complete itemization of tasks performed by ASK professionals and paraprofessionals who provided services to the Litigation Designees during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit C sets forth a complete itemization of disbursements incurred by ASK in

connection with services rendered to the Litigation Designees during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Fourth Monthly Fee Statement shall be given by overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Fourth Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **March 30, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Fourth Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay the fees and expenses identified herein.

If an Objection to this Fourth Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Fourth Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

Dated: March 16, 2021

ASK LLP

/s/ Kara E. Casteel

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-and-

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Exhibit A

Timekeeper Summary

Name of Professional	Position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Steinfeld, Joseph	Partner	\$800.00	8	\$6,400.00
Casteel, Kara	Partner	\$675.00	45.50	\$30,712.50
Reding, Richard	Partner	\$675.00	16.20	\$10,935.00
Manfredonia, Victoria	Associate	\$500.00	12.00	\$6,000.00
Miskowiec, Laurie	Paralegal	\$300.00	1.00	\$300.00
Hepola, Jennifer	Paralegal	\$300.00	2.25	\$675.00
Esslinger, Jean	Paralegal	\$300.00	1.70	\$510.00

Exhibit B

Itemized Fees

Professional Services

		<u>Hrs/Rate</u>	<u>Amount</u>
2/1/2021	JH Miscellaneous Prepped service documents for re-service and filed documents with the Court.	1.08 300.0/hr	325.0
2/3/2021	KC Correspondence Emails with Akin and ML re: consolidation motion	0.40 675.0/hr	270.0
	KC Phone Opp Atty Phone call with TX AG	0.20 675.0/hr	135.0
2/4/2021	KC Draft File review & draft and email status report to the client and discuss specific issues re: TX AG and Maverick defendants	0.70 675.0/hr	472.5
	KC File Review File review in Preparation and assembly of for MTD analysis	1.00 675.0/hr	675.0
	KC File Review File review-- underlying subpoena documents re: number of shares for Exhibit A	1.00 675.0/hr	675.0
	KC Correspondence Emails with Maverick counsel	0.20 675.0/hr	135.0
2/5/2021	VM Legal Research Advise re: Legal research, file review, and internal communications - 546(e) issue	3.00 500.0/hr	1,500.0

			<u>Hrs/Rate</u>	<u>Amount</u>
2/7/2021	RJR	Draft Pleading Continue analysis of case law for Motion to Dismiss response; apply cases to arguments in response	2.40 675.0/hr	1,620.0
	VM	Legal Research Advise re: Continued legal research & file review - 546(e) issue	3.00 500.0/hr	1,500.0
2/8/2021	RJR	Draft Pleading Continue creating responsive pleading to motions to dismiss; perform follow-up legal research regarding the same	6.40 675.0/hr	4,320.0
	VM	Legal Research Advise re: Continued legal research & internal communications - 546(e) issue	5.00 500.0/hr	2,500.0
	KC	Legal Research Case research, review MTD issues and review all filed documents	4.00 675.0/hr	2,700.0
2/9/2021	JE	Miscellaneous created and filed dismissal notice for 5 defendants	1.00 300.0/hr	300.0
	VM	Review Advise re: Edited omnibus response & internal communications	1.00 500.0/hr	500.0
	KC	Draft Pleading case research/review MTD issues cont'd., review & make drafting and edits to response to MTD	2.00 675.0/hr	1,350.0
2/10/2021	RJR	Draft Pleading Revise omnibus response to motions to dismiss; review changes provided by J. Steinfeld and K. Casteel	1.70 675.0/hr	1,147.5
	JS	Draft Review and revise Draft Response to Motions to Dismiss. Emails from and to K. Casteel and R. Redding.	1.50 800.0/hr	1,200.0
	JS	Draft Review and revise Draft Response to Motions to Dismiss. Emails from and to K. Casteel and R. Redding.	1.50 800.0/hr	1,200.0
	JS	Review Review draft of Opposition to Motion to Dismiss. Made suggested changes comments on redline. Emails and phone calls to R. Redding and K. Casteel.	1.50 800.0/hr	1,200.0
	KC	Draft Pleading continue research, drafting and edits to response to MTD	5.00 675.0/hr	3,375.0
2/11/2021	KC	Draft Pleading Review additional internal revisions to MTD response	0.50 675.0/hr	337.5
2/14/2021	RJR	Review Review changes to response to motion to dismiss	0.90 675.0/hr	607.5

			<u>Hrs/Rate</u>	<u>Amount</u>
2/15/2021	RJR	Draft Pleading Review Akin changes to motion to dismiss response	2.20 675.0/hr	1,485.0
	KC	Draft Draft stipulation for briefing schedule	0.80 675.0/hr	540.0
	KC	Review Review co-counsel comments concerning response to MTD	0.20 675.0/hr	135.0
2/16/2021	JH	Miscellaneous Advise re: Advise re: prepped amended complaint to file with the Court, filed with the Court and requested second summons from Court in order to re-serve.	0.75 300.0/hr	225.0
	JE	Miscellaneous Drafted stipulation to dismiss; updated SOAR; filed document on the docket.	0.50 300.0/hr	150.0
	RJR	Conference Conference with Akin regarding motion to dismiss response.	0.40 675.0/hr	270.0
	KC	Draft Pleading Continue review and edits of response to MTD after co-counsel commentary	2.70 675.0/hr	1,822.5
	KC	Phone client phone call co-counsel concerning MTD	0.40 675.0/hr	270.0
	KC	Correspondence Emails to ML re briefing stip and document sharing status	0.30 675.0/hr	202.5
	KC	Review Internal discussions/review docs re: amend name of defendant HSBC Bermuda Bank	0.20 675.0/hr	135.0
2/17/2021	RJR	Draft Pleading Integrate changes to motion to dismiss response	1.60 675.0/hr	1,080.0
	KC	Draft Pleading Continue review and edits of response to MTD after co-counsel commentary	2.30 675.0/hr	1,552.5
	KC	Draft Pleading draft declaration in support of response to MTD, Exhibit A	0.50 675.0/hr	337.5
	KC	File Review Review objections to motion to consolidate adversary proceedings	0.50 675.0/hr	337.5
2/18/2021	RJR	Draft Pleading Review changes to motion to dismiss response	0.40 675.0/hr	270.0
	KC	File Review continue review of objections to motion to consolidate	1.30 675.0/hr	877.5

			<u>Hrs/Rate</u>	<u>Amount</u>
2/18/2021	KC	Draft Pleading begin draft response to objections to motion to consolidate	3.50 675.0/hr	2,362.5
2/19/2021	JS	Review Review final draft of briefing opposition to motion to dismiss. Suggested changes. Telephone call to client concerning with Kara Casteel re changes. Telephone call to client concerning with David Zensky of Akin.	1.50 800.0/hr	1,200.0
	LNP	Draft Pleading Finalize, file and serve Response to Motions to Dismiss	0.50 300.0/hr	150.0
	RJR	Draft Pleading Review and sign declaration to motion to dismiss response	0.20 675.0/hr	135.0
	KC	Draft Pleading Finalize final edits to response to MTD	2.70 675.0/hr	1,822.5
	KC	Draft Pleading continue drafting reply brief to motion to consolidate	7.00 675.0/hr	4,725.0
2/21/2021	KC	Draft Pleading Review draft of reply brief for consolidation after commentary from co-counsel and make edits	1.80 675.0/hr	1,215.0
2/22/2021	JH	Miscellaneous Prepped for re-service of HSBC Bank Bermuda Limited amended complaint and second summons and filed Certificate of Service with the Court.	0.42 300.0/hr	125.0
	LNP	Preparation Finalize, File and Serve Reply to Objections related to the Motion to Consolidate.	0.50 300.0/hr	150.0
	KC	File Review Review subpoena production re: HSBC Bank of Bermuda, emails to co-counsel on production	0.40 675.0/hr	270.0
	KC	Phone Opp Atty Phone call HSBC Bank of Bermuda	0.20 675.0/hr	135.0
	KC	File Review Preparation and assembly of for hearing on motion to consolidate	3.00 675.0/hr	2,025.0
	KC	Phone client Phone call with co-counsel on motion hearing	0.70 675.0/hr	472.5
2/23/2021	JS	Court Sears Shareholder- Motion to Consolidate Hearing Attend. Telephone call to client concerning with K Casteel after hearing to review Judge's decision	2.00 800.0/hr	1,600.0
	KC	Court Attend telephonic hearing on motion to consolidate	1.70 675.0/hr	1,147.5

		<u>Hrs/Rate</u>	<u>Amount</u>
2/24/2021	KC		
	Draft Pleading	0.30	202.5
	Review hearing notes on edits for proposed consolidation order, review proposed edits, provide further editing	675.0/hr	
2/26/2021	JE		
	Miscellaneous	0.20	60.0
	Filed stipulation to dismiss and updated SOAR.	300.0/hr	
		<hr/>	<hr/>
	For professional services rendered	86.65	\$55,532.5

Exhibit C

Itemized Expenses

Disbursement Activity	Amount
Computerized Legal Research - Westlaw	\$2,745.60
Photocopies	\$257.30
Postage	\$126.00